

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (JJF)
)	
Debtors.)	Jointly Administered
)	
)	Objection Deadline: October 21, 2001 at 4:00 p.m.
)	Hearing Date: Only if Objections are Filed

NOTICE OF FILING OF FEE APPLICATION

PLEASE TAKE NOTICE that on October 1, 2001, Kramer Levin Naftalis & Frankel LLP filed the attached Combined Monthly Application of Kramer Levin Naftalis & Frankel LLP, Counsel to the Official Committee of Equity Holders, for Compensation and Reimbursement of Disbursements for the Period from July 18, 2001 through August 31, 2001 (the "Application").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be filed with the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, DE 19801, on or before 4:00 p.m. on October 21, 2001 (the "Objection Deadline"). If you file an objection or response to the Application, it must also be served so as to be received on or before the Objection Deadline by counsel to (i) the Debtors, W.R. Grace, 7500 Grace Drive, Columbia, MD 21044 (Attn: David B. Siegel, Senior VP and General Counsel); (ii) counsel to the Debtors, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601 (Attn: James H.M. Sprayregen, Esq.) and Pachulski Stang Ziehl Young & Jones, 919 N. Market Street, 16th Floor, Wilmington, DE 19801 (Attn: Laura Davis Jones, Esq.); (iii) counsel to the Post-Petition Lenders, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 (Attn: J. Douglas Bacon, Esq.) and The Bayard Firm, 222 Delaware Avenue, Suite 900, Wilmington, DE 19801 (Attn: Steven M. Yoder, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Stroock &

Stroock & Lavan, 180 Maiden Lane, New York, NY 10038-4982 (Attn: Lewis Kruger, Esq.) and Duane Morris & Heckscher LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801 (Attn: Michael Lastowski, Esq.); (v) counsel to the Official Committee of Asbestos Property Damage Claimants, Bilzin Sumberg Dunn Baena Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 (Attn: Scott L. Baena, Esq.) and Ferry & Joseph, P.A., 824 N. Market Street, Suite 904, Wilmington, DE 19801 (Attn: Michael B. Joseph, Esq.); (vi) counsel to the Official Committee of Asbestos Claimants, Campbell & Levine, LLC, 1201 N. Market Street, 15th Floor, Wilmington, DE 19801 (Attn: Matthew G. Zaleski, III, Esq.), Caplin & Drysdale, Chartered, 399 Park Avenue, 36th Floor, New York, NY 10022 (Attn: Elihu Inselbuch, Esq.) and Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Washington, DC 20005-5802 (Attn: Peter Van N. Lockwood, Esq.); (vii) the Office of the United States Trustee, 844 King Street, Room 2311, Wilmington, DE 19801 (Attn: Frank Perch, Esq.); and (viii) counsel to the Official Committee of Equity Holders, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022 (Attn: Philip Bentley, Esq.).

PLEASE TAKE FURTHER NOTICE that if no responses or objections are filed and served in accordance with this Notice, the Application may be granted by the Court without further notice or hearing.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: 

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- and -

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Proposed Counsel to the Official Committee of Equity
Holders

Date: October 1, 2001